



Delaware Association for
Home & Community Care

BY-LAWS OF DELAWARE ASSOCIATION FOR HOME AND COMMUNITY CARE, INC.

ARTICLE I. OFFICES AND OBJECT

Section 1.

The register office shall be in the County of New Castle, State of Delaware.

Section 2.

The association may also have offices at such other places both within and without the State of Delaware as the Board of Directors may from time to time determine or the business of the corporation may require.

Section 3.

The objects of the association shall be to promote charitable, scientific, educational and other activities described in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, including but not limited to promoting high standards of patient care in home and community care, and promoting home and community based health services in order to encourage provision of high quality and comprehensive health care to residents of the State of Delaware. To meet the requirements of IRC 501(c)(6), an organization must possess the following characteristics: It must be an association of persons having some common business Organization interest and its purpose must be to promote this common business interest; 2. It must be a membership organization and have a meaningful extent of membership support; 3. It must not be organized for profit; 4. No part of its net earnings may inure to the benefit of any private shareholder or individual; 5. Its activities must be directed to the improvement of business conditions of one or more lines of business (discussed under "The 'Line of Business' Requirement," page 21) as distinguished from the performance of particular services for individual persons; 6. Its primary activity does not consist of performing particular services for individual persons; and 7. Its purpose must not be to engage in a regular business of a kind ordinarily carried on for profit, even if the business is operated on a cooperative basis or produces only sufficient income to be self-sustaining.

ARTICLE II. MEMBERSHIP

Section 1.

There shall be three classes of members of the corporation: Provider, Individual, and Sponsor.

A. Providers

Any Delaware licensed PASA, Aide-Only, Skilled, Hospice Health Care agency which provides direct or indirect care to clients in Delaware may become a member by submitting an application and paying the current membership fees. Provider members are eligible to vote.

B. Individuals:

Single individual with interest in health care, not affiliated w/a licensed provider agency may become a member by submitting an application and paying the current membership fees. Individual members are not eligible to vote. Examples: sole proprietor, contractor, consultant, etc., w/no employees.

C. Sponsors: Associations, Manufacturers, Vendors of Products or Services, Hospitals, LTC Facilities, Staffing Agencies, etc., not licensed as PASA, Aide-Only, Skilled, or Hospice, may become a member by submitting an application and paying the current membership fees. Sponsor members are not eligible to vote.

Section 2.

Each provider member in good standing shall be entitled to one vote on each matter submitted to a vote of the members-Individual and Sponsor members shall not be entitled to vote.

Section 3.

Membership in the association is not transferable or assignable.

Section 4.

Dues changes will be recommended to the membership by the Board of Directors. Notice of these changes must be sent to all primary and secondary contacts of Provider members as listed on their application at least 7 days prior to voting on dues changes. A majority of voting members must approve the proposed changes. Voting may be in person, electronic, or by written ballot, delivered prior to the meeting.

ARTICLE III

MEETINGS OF MEMBERS

Section 1.

The triennial election of directors shall be held in the State of Delaware at a time and place designated by the Board of Directors. Virtual meetings are acceptable. Members shall elect by a plurality vote a Board of Directors and transact such other business. Meetings of members for any other purpose may be held at any time and place, as stated in the notice of the meeting. Notice of all meetings shall be in writing, sent at least 15 working days prior to the meeting via mail or e-mail.

Section 2.

The Secretary, as the officer who has charge of the member ledger of the association, shall prepare a current list of the provider members eligible to vote. This list will be open to the examination of any member upon request.

Section 3.

Special meetings of the members, for any purpose, may be called by the President, by the Secretary or Vice President at the request of a majority of the Board of Directors, or at the written request of a majority of the provider members. Notice of the time and place of the special meeting and its purpose shall be given at least 5 working days prior to the meeting. Business transacted at any special meeting shall be limited to the purpose stated in the notice.

Section 4.

A quorum for the transaction of business at a membership meeting or communication needing a vote shall be constituted when 1/3 of provider members vote.

Section 5.

When a quorum is present at any meeting, a majority of the members eligible to vote who are present in person or virtually, shall decide any question brought before the meeting.

ARTICLE IV **DIRECTORS**

Section 1.

The number of Directors which shall constitute the Board shall not be less than 6 or more than 9. Subject to this limitation, the number may be fixed from time to time by action of the Directors. Both provider members and individual members may be elected to the Board, with not more than one third of the Directors being individual members. The Board will attempt to encourage nominations that support representation of all levels of licensure on the Board of Directors. No provider organization may have more than one Director on the Board at any given time. Directors shall be elected at a triennial meeting of the members, except as provided in Section 2 of this article. Directors will be elected for 3 year terms and may be reelected. Directors may be removed for cause by the unanimous vote of all other active Directors at a duly called meeting of the Board of Directors with notice of the proposed removal. Any Director who misses the majority of meetings per year and/or is not an active participant will forfeit their elected office.

Section 2.

Vacancies may be filled by eligible active members voted in through special election communicated to members by active Directors. If there are no Directors in office, an election may be held as provided by statute.

Section 3.

The business of the association shall be managed by its Board of Directors, which shall have and exercise full power in the management and conduct of the business and affairs of the association. The Board has the authority, on approval of the membership, to appoint an Executive Director. The position of Executive Director reports to the President, or, in his or her absence, the Vice President. The responsibilities of the President or Vice President may be delegated to the Executive Director.

Section 4

Directors shall not receive any salaries. The Directors may be paid their expenses, if any, for attendance at each meeting or sponsored event. Directors shall not receive any salaries.

ARTICLE V **MEETINGS OF THE BOARD OF DIRECTORS**

Section 1.

Regular meetings of the Board of Directors may be held without notice at such time and place as the Board determines.

Section 2.

Special meetings of the Board of Directors may be called by the request of two Directors, and/or Executive Director with one day's notice to each Director.

Section 3.

At all Board meetings, a majority of Directors shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors.

Section 4.

Any action required or permitted at any meeting of the Board or any committee of the Board may be taken without a meeting, if all the members of the Board or committee consent, and these agreements are filed with the minutes of the Board or committee.

ARTICLE VI

COMMITTEES OF THE BOARD OF DIRECTORS

Section 1.

The Board of Directors may designate one or more committees, to be chaired by provider members of the association. Any member may serve on the committees. The Board of Directors may delegate to the committee specific powers of the Board of Directors in the management of the business and affairs of the association. Each committee shall be readily available to report to the Board of Directors when required.

ARTICLE VII

NOTICES

Section 1.

Whenever notice is required to be given to any Director or member, such notice may be given in writing by mail or email addressed to the member or Director at the address of the member or Director given in the records of the association.

Section 2.

Whenever notice is required to be given to any Director or member, a waiver of notice signed by the person entitled to notice, shall be deemed equivalent to notice.

ARTICLE VIII

OFFICERS

Section 1.

The officers of the association shall be chosen by the Board of Directors and shall be a President, Vice President, Secretary and Treasurer. The Board of Directors may choose additional Vice Presidents and one or more Assistant Secretaries and Assistant Treasurers. Any number of offices may be held by the same Director, unless the certificate of incorporation provides otherwise. Officers will hold their offices for three years. The length of such terms may be changed from time to time by a majority vote of the Board.

Section 2.

The Board of Directors must choose the officers of the association at the first Board meeting after the election of the Board.

Section 3.

The President shall be the chief executive officer of the association, shall preside at all meetings of the members and the Board of Directors, shall see that all orders and resolutions of the Board are carried into effect, and shall perform the duties that usually pertain to this office.

Section 4.

In the absence of the President, the Vice President shall perform the duties of the President. The Vice President shall maintain the bylaws of the association and oversee any elections held

by the association as assigned primary duties. The Vice President shall perform any other duties and have such powers as the Board of Directors prescribes.

Section 5.

The Secretary shall attend all meetings of the Board of Directors and all meetings of the members to record minutes of the proceedings, and will maintain a book of those minutes. The Secretary in collaboration with the Executive Director will maintain a list of all members and shall perform such other duties as may be prescribed by the President of the Board of Directors. This role can be designated as a non-voting officer.

In the absence of the Secretary, an appointed designee shall perform the duties of the Secretary. The designee shall perform any other duties and have such powers as the Board of Directors prescribes.

Section 6.

The Treasurer shall have the custody of corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the association, and shall deposit all monies in collaboration with Executive Director and other valuables in the name and to the credit of the association in such depositories as designated by the Board of Directors. The Treasurer is responsible for the oversight of preparing tax filing and reporting all financial records of the association to the Board of Directors throughout the current fiscal year.

The Treasurer and/or the Executive Director shall disburse the funds of the association as may be ordered by the Board of Directors, and shall render to the President and Board of Directors at their regular meetings, or as required, an account of all transactions made as Treasurer and the financial condition of the association.

In the absence of the Treasurer, an appointed designee shall perform the duties of the Treasurer. The designee shall perform any other duties and have such powers as the Board of Directors prescribes.

ARTICLE IX

CONTRACTS, CHECKS, DEPOSITS AND GIFTS

Section 1.

The Board of Directors may authorize any officer or agent of the association, in addition to the officers authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the association. This authority may be general or confined to specific instances.

Section 2.

All checks, drafts or orders for the payment of money issued in the name of the association shall be signed by the Treasurer or Executive Director.

Section 3.

All funds of the association shall be deposited to the credit of the association in such banks or other depositories the Board of Directors may select. This shall not be construed as allowing the Board of Directors to authorize the retention of any funds in any manner that would prevent the association from continuing to be exempt from Federal taxation under section 501(c)(6).

Section 4.

The Board of Directors may accept on behalf of the association any contribution, gift or bequest for any purpose of the association. This shall not be construed as allowing the Board

of Directors to accept any gifts in any manner that would prevent the association from continuing to be exempt from Federal taxation under section 501(c)(6).

FISCAL YEAR

Section 5.

The fiscal year of the association shall end on the last day of December each year unless the Board of Directors shall determine otherwise.

Indemnification

Section 6.

The association shall indemnify its officers, elected directors, and including Executive Director to the fullest extent permitted by Section 145 of the General Corporation Law of Delaware. The association shall maintain liability insurance coverage to support indemnification of directors & officers.

ARTICLE X

LIQUIDATION / DISSOLUTION

Section 1.

In the event of the liquidation, dissolution or winding up of the affairs of the association, the Board of Directors shall, except as may be otherwise provided by law, transfer all the assets of the corporation in such manner as the directors may determine by a majority vote. Once the decision has been made to dissolve, the nonprofit must stop transacting business, except to wind down its activities. The assets of a charitable nonprofit can only be used for exempt purposes. The association would complete all required filings.

ARTICLE XI

AMENDMENTS

Section 1.

These by-laws may be adopted, amended or repealed by a simple majority vote at any membership meeting at which a quorum is present. Voting may be in person, electronic, or by mail prior to the meeting. Votes must be received by the Secretary at least 24 hours before the meeting.

Adopted 11/15/21

MD